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7 UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
8 SAN FRANCISCO DIVISION

In re

9 PG&E CORPORATION,

10 - and -

11 PACIFIC GAS AND ELECTRIC
COMPANY,

12 Debtors.

- 13 ☐ Affects PG&E Corporation
14 ☐ Affects Pacific Gas and Electric Company
☒ Affects both Debtors

* All papers shall be filed in the Lead Case,
15 No. 19-30088 (DM)

Bankruptcy Case
No. 19-30088 (DM)
(Lead Case)
(Jointly Administered)

Chapter 11

**SECOND AMENDED NOTICE OF
HEARING ON INTERIM
APPLICATIONS ALLOWING AND
AUTHORIZING PAYMENT OF FEES
AND EXPENSES OF MULTIPLE FEE
APPLICANTS BASED UPON
COMPROMISES WITH THE FEE
EXAMINER (4TH SET)**

Hearing:

Date: September 22, 2020
Time: 10:00 a.m. (Pacific Time)
Place: (Telephonic/Video Appearances
Only)
United States Bankruptcy Court
Courtroom 17,
450 Golden Gate Ave., 16th Floor
San Francisco, CA

Judge: Hon. Dennis Montali

Objection Deadline: September 15, 2020

NOTICE OF HEARING ALLOWING AND
AUTHORIZING PAYMENT OF INTERIM FEE
APPLICATIONS (4TH SET)

1 **PLEASE TAKE NOTICE** that Second Amended Notice is necessitated because the prior
2 Notice inadvertently omitted pages. We apologize to all concerned.

3 **PLEASE TAKE FURTHER NOTICE** that on February 28, 2019, the Court entered its
4 Order Authorizing Debtors to Establish Procedures for Interim Compensation and
5 Reimbursement of Expenses of Professionals (“**Interim Compensation Order**”) [Doc. No. 701].
6 Under the Interim Compensation Order, estate professionals are paid 80% of fees and 100% of
7 expenses on a monthly basis (a so-called Knudsen Order). The Interim Compensation Order
8 contemplates filing interim applications (to recover the 20% “holdback” on fees). All payments of
9 interim compensation are subject to the requirement that final fee applications be filed. Although
interim fee applications are contemplated, they are not mandated.

10 **PLEASE TAKE FURTHER NOTICE** that on May 29, 2019, the Court entered its Order
11 Appointing Fee Examiner and Establishing Procedures for Consideration of Fee Compensation
12 and Reimbursement of Expenses (“**Order Appointing Fee Examiner**”) [Doc. No. 2267]. The
13 Order Appointing Fee Examiner sets forth a procedure for review and resolution of interim fee
14 applications.

15 **PLEASE TAKE FURTHER NOTICE** that on December 18, 2019, the Court entered its
16 Amended Order Granting Fee Examiner Motion to Approve Fee Procedures (“**Amended Fee**
17 **Procedures Order**”) [Doc. No. 5168]. The Amended Fee Procedures Order approves the Fee
18 Examiner’s Protocol and adopts the Fee Examiner’s recommendations as to the coordination and
19 scheduling of hearings. On January 20, 2020, this Court entered its Second Amended Order
20 Granting Fee Examiner’s Motion to Approve Fee Procedures (the “**Second Amended Order**”)
[Doc. No. 5572], which added certain disclosure and notice requirements.

1 **PLEASE TAKE FURTHER NOTICE** that under the Second Amended Fee Procedures
2 Order, the Fee Examiner is authorized to set hearings to approve interim fee applications based
3 upon compromises reached with fee applicants. Such hearings shall be heard on 21 days' notice
4 as required by Fed. R. Bankr. Pro. 2002 (a)(6) and the Notice of Hearing shall comply with Fed.
5 R. Bankr. Pro. 2002 (c)(2).

6 **PLEASE TAKE FURTHER NOTICE THAT** ¶2(b) of the Second Amended Order
7 requires that any Notice regarding interim compensation must set forth the following:

- 8 (1) Each applicant and the party represented by the applicant,
- 9 (2) the date range for the services for which the compensation is being sought, and
- 10 (3) the amount of fees applied for and the amount of expenses requested.

11 This detail is set forth as to each Interim Fee Applicant in “**Exhibit A**” attached hereto and
12 incorporated by this reference.

13 **PLEASE TAKE FURTHER NOTICE THAT** under the foregoing orders, professionals
14 were permitted to file Interim Applications every four months beginning July 15, 2019. The
15 Second Interim Applications were to be filed by November 15, 2019. The Third Interim
16 Applications were to be filed by March 15, 2020. Fourth Interim Applications were due July 15,
17 2020.

18 **PLEASE TAKE FURTHER NOTICE THAT** on August 29, 2020, the Fee Examiner
19 Filed his *Fee Examiner's Second Report on Status of Fee and Expenses Submitted, Approved and*
20 *Pending* (“**Fee Examiner's Second Status Report**”) [Doc. No. 8903]. The Fee Examiner's
21 Second Status Report sets forth the overall status of fee applications as of August 28, 2020.

1 **PLEASE TAKE FURTHER NOTICE THAT** the Fee Examiner now presents for
2 hearing and approval seventeen compromises with ten estate professionals (the “**Compromise Fee**
3 **Applicants**”) concerning previously filed interim fee applications and one final fee application as
4 set forth in **Exhibit A**, attached hereto and incorporated herein by this reference (the “**Interim Fee**
5 **Application Compromises**”).

6 **PLEASE TAKE FURTHER NOTICE** that the compromise concerning Compromise Fee
7 Applicant Berman & Todderud constitutes a final fee application and final award. Berman &
8 Todderud has filed four interim fee applications as well as a final fee application, as set forth in
9 **Exhibit A**.

10 **PLEASE TAKE FURTHER NOTICE** that, in summary, **Exhibit A** reveals that the Fee
11 Examiner has concluded compromises related to \$80,317,005.43 of fees and expenses requested,
12 obtaining reductions of \$2,413,553.35.

13 **PLEASE TAKE FURTHER NOTICE** that the Bankruptcy Court will hear and consider
14 the Fee Application Compromises on September 22, 2020 at 10:00 a.m. (Pacific Time) (the
15 “**Hearing on Fee Application Compromises**”) via video conferencing or telephone. All
16 interested parties should consult the Bankruptcy Court’s website at www.canb.uscourts.gov for
17 information about court operations during the COVID-19 pandemic. The Bankruptcy Court’s
18 website provides information regarding how to arrange a telephonic or video appearance. If you
19 have any questions regarding how to appear at a court hearing, you may contact the Bankruptcy
20 Court by calling 888-821-7606 or by using the Live Chat feature on the Bankruptcy Court’s
21 website.

22 **PLEASE TAKE FURTHER NOTICE** that the deadline to object to the Interim Fee
Application Compromises is September 15, 2020.

1 **PLEASE TAKE FURTHER NOTICE** that the Compromise Fee Applicants, subject to
2 Court Approval, have each agreed to the stipulated reduction indicated on **Exhibit A**, and that the
3 Fee Examiner will submit orders reflecting the stipulated reductions, or the Fee Examiner will
4 approve the form of orders submitted by the Fee Applicants.

5 **PLEASE TAKE FURTHER NOTICE THAT** the Fee Examiner has previously provided
6 the Office of the United States Trustee with the amount of each such compromise, and that the
7 Office of the United States Trustee has not objected to any compromise. If the United States
8 Trustee objects to a compromise, the Fee Examiner will withdraw that compromise from this
9 Amended Notice.

10 **PLEASE TAKE FURTHER NOTICE THAT** the amount applied for, the amount of any
11 compromise with the Fee Examiner and the net amount claimed are set forth in **Exhibit A**.

12 **PLEASE TAKE FURTHER NOTICE THAT** following the entry of appropriate orders
13 with respect to each of the Compromise Fee Applicants, Debtors will be authorized to pay the
14 “Net Amount Outstanding” as set forth in **Exhibit A**, subject to confirmation by the Fee
15 Examiner, that Compromise Fee Applicants have credited against the “Net Amount Outstanding”
16 any amounts received between the time of filing this Notice and the date of Court approval.

17 **PLEASE TAKE FURTHER NOTICE THAT** the Second Amended Fee Procedures
18 order reserves the Fee Examiner’s right to raise certain objections at the time of subsequent
19 interim fee applications and final fee applications.

20 **PLEASE TAKE FURTHER NOTICE THAT** copies of the Interim Applications and
21 Amendments can be viewed and/or obtained: (i) by accessing the Court’s website at
22 <http://www.canb.uscourts.gov>, (ii) by contacting the Office of the Clerk of the Court at 450
23 Golden Gate Avenue, San Francisco, CA 94102, or (iii) from the Debtors’ notice and claims

1 agent, Prime Clerk LLC, at <http://restructuring.primeclerk.com/pge> or by calling (844) 339-4217
2 (toll free) for U.S.-based parties; or +1 (929) 333-8977 for international parties or by e-mail at:
3 pginfo@primeclerk.com. Note that a PACER password is needed to access documents on the
4 Bankruptcy Court's website.

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DATED: August 28, 2020

SCOTT H. McNUTT

By: */Scott H. McNutt/*

Scott H. McNutt

Counsel to the Fee Examiner

EXHIBIT A

EXHIBIT A
to
**NOTICE OF HEARING ON INTERIM AND FINAL FEE APPLICATIONS ALLOWING
AND AUTHORIZING PAYMENT OF FEES AND EXPENSES
OF MULTIPLE FEE APPLICANTS BASED ON COMPROMISES WITH THE FEE EXAMINER**

(Noticed for Hearing September 22, 2020)

Page 1 of 2

Retained Professional DEBTORS	Fee Request	Filing Date	Docket No.	Request Date Range	Objection Date	Fees Requested	Expenses Requested	Total Compromised Reduction with Fee Examiner	Net Amount Claimed	Total Payments	Net Amount Outstanding
Berman & Todderud*	Second Interim	11/13/2019	4705	6/2/2019 - 9/30/2019	12/3/2019	\$375,994.00	\$5,588.33				
	Third Interim	3/11/2020	6252	10/1/2019 - 1/31/2020	3/31/2020	\$376,556.82	\$0.00				
	Fourth Interim	7/8/2020	8298	2/1/2020 - 5/31/2020	7/28/2020	\$333,492.00	\$0.00				
	Jun-Jul 1 2020	7/31/2020	8592	6/1/2020 - 7/1/2020	8/21/2020	\$45,719.20	\$0.00				
						\$1,131,762.02	\$5,588.33	\$39,000.00	\$1,098,350.35	\$853,214.91	\$245,135.44
KPMG	Third Interim	7/9/2020	8341	10/10/19 - 1/31/2020	7/29/2020	\$5,105,788.04	\$291,865.26	\$75,000.00	\$5,322,653.30	\$4,371,323.79	\$951,329.51
Latham & Watkins**	Monthly	4/30/2020	7017	11/1/2019 - 2/29/2020	5/21/2020						
	Fourth Interim	6/8/2020	7837	11/1/2019 - 1/31/2020	6/29/2020						
						\$1,589,000.00	\$18,878.16	\$37,500.00	\$1,570,378.16	\$1,290,078.16	\$280,300.00
Munger Tolles & Olson	Fourth Interim	7/15/2020	8406	2/1/2020 - 5/31/2020	7/28/2020	\$10,143,473.50	\$672,541.33	\$330,000.00	\$10,486,014.83	\$5,440,065.78	\$5,045,949.05

Retained Professional UNSECURED CREDITORS	Fee Request	Filing Date	Docket No.	Request Date Range	Objection Date	Fees Requested	Expenses Requested	Total Compromised Reduction with Fee Examiner	Net Amount Claimed	Total Payments	Net Amount Outstanding
Centerview Partners***	Fourth Interim	7/15/2020	8412	2/1/2020 -6/30/2020	8/5/2020	\$1,250,000.00	\$9,722.68	\$1,236.01	\$1,258,486.67	\$409,722.68	\$848,763.99
FTI Consulting****	Fourth Interim	7/15/2020	8414	2/1/2020 - 5/31/2020	8/5/2020	\$2,428,251.00	\$16,780.69	\$2,532.54	\$2,442,499.15	\$1,959,381.49	\$483,117.66

*Regarding Berman & Todderud, Court approval of this compromise constitutes approval of this firm's Final Fee Application [Docket No. 8624] because the time periods subject to this compromise as well as a prior Court approved compromise cover all time and expenses subject to the Final Fee Application.

**As regards Latham & Watkins, this compromise relates to compensation and expenses sought for the period from November 1, 2019 to February 29, 2020, which is covered by the monthly fee application [Docket No. 7017] filed on April 30, 2020. The First Interim Fee Application filed by Latham & Watkins LLP [Docket No. 7837] covers the period from November 1, 2019 through January 31, 2020. Accordingly, reference to "First Interim" is a reference to November 1, 2019 through February 29, 2020, which is the period covered by the compromise.

*** As regards Centerview, this compromise concerns only expenses. Under Centerview's employment order, any objection to fees may only be made in response fo final fee applications.

****As regards FTI Consulting, the indicated reduction is in addition to FTI's voluntary reduction of \$132,543.00 as set forth in the FTI Fourth Interim Fee Application.

Retained Professional TORT CLAIMANTS	Fee Request	Filing Date	Docket No.	Request Date Range	Objection Date	Fees Requested	Expenses Requested	Total Compromised Reduction with Fee Examiner	Net Amount Claimed	Total Payments	Net Amount Outstanding
Baker & Hostetler*****	Second Interim	11/14/2019	4733	6/1/2019 - 9/30/2019	12/4/2019	\$11,494,553.25	\$ 1,899,103.14	\$ 474,363.45	\$12,919,292.94	\$ 11,094,745.74	\$ 1,824,547.20
	Third Interim	3/13/2020	6286	10/1/2019 - 1/31/2020	4/2/2020	\$15,252,640.50	\$ 3,574,530.67	\$ 634,315.48	\$18,192,855.69	\$ 15,776,643.07	\$ 2,416,212.62
	Fourth Interim	7/15/2020	8403	2/1/2020 - 5/31/2020	8/4/2020	\$14,563,600.00	\$ 1,847,978.50	\$ 592,105.85	\$15,819,472.65	\$ 13,498,858.50	\$ 2,320,614.15
						\$41,310,793.75	\$ 7,321,612.31	\$ 1,700,784.78	\$46,931,621.28	\$ 40,370,247.31	\$6,561,373.97
Lincoln Partners	Fourth Interim	7/15/2020	8402	1/1/2020 - 5/31/2020	8/4/2020	\$8,766,589.50	\$41,284.46	\$225,000.00	\$8,582,873.96	\$2,564,736.19	\$6,018,137.77
Lynn A. Baker, Esq.	First Interim	3/16/2020	6325	1/27/2020 -1/31/2020	4/6/2020	\$720.00	\$0.00				
	Second Interim	7/14/2020	8396	2/1/2020 -5/31/2020	8/3/2020	\$69,120.00	\$0.00				
						\$69,840.00	\$0.00	\$2,500.00	\$67,340.00	\$55,870.00	\$11,470.00
Trident DMG LLC	Third Interim	7/14/2020	8395	2/1/2020 0 5/31/2020	8/3/2020	\$140,000.00	\$3,234.40	\$0.00	\$143,234.40	\$ 115,234.40	\$28,000.00

***** As regards Baker & Hostetler, this firm's compromise is to reduce the firm's fees and expenses by 4%. Baker and Hostetler's "Expenses" in the Interim Applications include charges for expert witnesses that were paid directly to these expert witnesses and not to Baker & Hostetler and are not included in the compromise. Thus, these expert witness charges were deducted from the Baker & Hostetler expense totals before calculating the 4% reduction. As a result, the Expenses Requested column reflects lower amounts than in the interim applications. The Fee Examiner is separately reviewing the charges reflected for the expert witness charges.